

*December 16, 1993*

**Toronto Islands Residential Community  
Trust Corporation**

**By-law No. 1**

**Interim  
Organizational By-law**

A By-law which contains the rules for the organization of the Toronto Islands Residential Community Trust Corporation.

Passed by the board of directors on December 16, 1993.

Confirmed by the Toronto Islands Residential Community on January 23, 1994

## **Article 1**

<b>About This By-law</b>	6
1.1 Priority of This By-law	6

## **Article 2**

<b>Community Control – Replaced/repealed by Governance Bylaw</b>	7
2.1 Approval by Community	7
2.2 Adopting and changing by-laws	7

## **Article 3**

<b>Board of Directors</b>	8
3.1 Powers and Duties of the Board	8
3.2 Number of Directors and Quorum	10
3.3 Who Can Act as a Director	11
3.4 Term of Office	11
3.5 Conduct of Individual Directors	11
3.6 Indemnification of Directors	12
3.7 Resignation of a Director	12
3.8 Board Meetings	13
3.9 Non-directors at Board Meetings	15
3.10 Minutes of Board Meetings	15

## **Article 4**

<b>Officers</b>	16
4.1 Meaning of “Officers”	16
4.2 Election of Officers	16
4.3 Removal of Officers	16
4.4 Resignation of Officers	17
4.5 The Chair and Vice-Chair	17
4.6 The Secretary	17
4.7 Recording Secretary and Corporate Secretary	18
4.8 The Treasurer	18

## **Article 5**

<b>Staff</b>	19
5.1 Employment of Staff	19
5.2 Supervision of Staff	19

## **Article 6**

<b>Committees</b>	20
6.1 Creating Committees	20
6.2 Role of Committees	20

## **Article 7**

<b>Conflict of Interest</b>	21
7.1 Carrying Out Duties	21
7.2 Payment of Directors and Officers	21

*December 16, 1993*

7.3 Types of Conflict of Interest	21
7.4 Deciding Whether There Is a Conflict of Interest	22
7.5 Procedures When There Is a Conflict of Interest	22
7.6 Personal Relationships	23
7.7 Community Member's Conflict of Interest	24
<b>Article 8</b>	
<b>Information and Confidentiality</b>	25
8.1 Access to Files and Accounts	25
8.2 Confidentiality of Board and Committee Business	25
<b>Article 9</b>	
<b>Financial</b>	27
9.1 Fiscal Year	27
9.2 Bonding Officers and Employees	27
9.3 Auditor	27
9.4 Auditor's Report	27
9.5 Signing Officers	28
9.6 Corporate Seal	28
9.7 Power to Borrow	29
9.8 Investment of Trust Funds	29
<b>Article 10</b>	
<b>Budgets</b>	30
10.1 Operating and Capital Budgets	30
10.2 Notice of Proposed Budget	30
10.3 Mid-year Change in Budget	31
<b>Article 11</b>	
<b>Notice</b>	32
11.1 Defects in Notice	32
11.2 Delivery of Notice	32
11.3 Calculating Time for Notices	32
11.4 Head Office	32
<b>Schedules</b>	35
Schedule A	
Rules Of Order for Board Meetings	37
Schedule B	
Trust Service Agreement	45
Schedule C	
Indemnity Agreement	47

*December 13, 1993*

**By-law No. 1**  
**Interim Organizational By-law (Interim)**

This By-law contains the rules under which the Toronto Islands Residential Community Trust Corporation (the trust) is organized. It states the relationship with the Toronto Islands Residential Community (the Community). The *Toronto Islands Residential Community Stewardship Act, 1993* Statutes of Ontario 1993, chapter 15 (the *Act*) and Regulation 817/93 (the *Regulation*) made under the *Act* regulate the trust. Certain parts of the *Act* and the *Regulation* contain rules which are not included in this By-law. People should refer to them when questions come up.

*December 16, 1993*

## **.Article 1: About This By-law**

### **1.1 Priority of This By-law**

- (a) Any future by-law can only amend this By-law if the future by-law states that it is doing so.
- (b) If there is a conflict between documents, the documents will govern in the following order:
- first, the *Act*
  - second, the *Regulations*, and
  - third, this By-law and the other by-laws of the trust.

The trust, board, Community and employees must follow this order of priority.

*December 13, 1993*

**.C.Article 2: Community Control \_ REPLACED BY ARTICLE 4 OF THE GOVERNANCE BYLAW**

**.C.Article 3: Board of Directors**

**.C.3.1 Powers and Duties of the Board**

(a) The board manages the affairs of the trust. The board has the following responsibilities:

**Community**

- reports to the Community on the activities of the board and committees
- submits fundamental decisions to a Community meeting

**Finances**

- oversees preparation of the budget and follows the procedures in Article 10 relating to the budget
- oversees the financial affairs of the trust
- makes financial decisions for the trust within the approved budget
- makes sure that the trust has enough insurance coverage

**Organization**

- 
- makes sure that the by-laws and continuing resolutions of the board are adopted and reviewed regularly
- gives a clear outline of the responsibilities of staff, committees and volunteers
- directs and co-ordinates the activities of all committees of the trust

**Employees and consultants**

*December 16, 1993*

- hires, fires and directs employees as stated in the by-laws
- sets the salary and employment terms of employees
- enters into contracts with consultants as required and co-ordinates the work of the consultants

### **Reports**

- prepares regular reports of the business and affairs of the trust
- delivers the reports to the Community

### **Property**

- ensures that appropriate arrangements are in place relating to the use of the buildings owned by the trust by various groups and bodies
- makes sure that the trust's property is maintained in an appropriate way except where part of the arrangement with another group or body is that they maintain it

### **Transfers and sales**

- administers the initial sale of land leases
- arranges for initial appraisals under the *Act*
- arranges for a survey of Island house lots
- arranges for appraisals when a house and land lease are to be transferred as required under the *Act*
- supervises the process of determining who the buyer will be
- supervises the completion of the sale of the house and land lease
- administers the waiting list

*December 13, 1993*

- administers the register of owners

#### **New development**

- co-ordinates the process of acceptance by the Community of a plan for up to 110 new units of housing
- passes by-laws or takes other steps to detail the residential land use for lands that were vacant on December 15, 1993
- designates a co-op corporation and enters into all necessary leases or agreements with the co-op

(b) The board can delegate some of these responsibilities to committees, staff or consultants. However, the board has the final responsibility.

(c) The board can act only by a decision at a proper board meeting.

#### **.C.3.2 Number of Directors and Quorum**

- (a) The board is made up of not more than fifteen directors.
- (b) Quorum at board meetings means the minimum number of directors who must be present to hold a board meeting and make decisions or transact any business.
- (c) A majority of the directors in office make up a quorum to deal with the business of the trust.

#### **.C.3.3 Who Can Act as a Director**

The rules stating how directors are chosen are in section 12 of the *Act*. and section 16 of the *Regulation*.

#### **.C.3.4 Term of Office**

The term of office is in accordance with the *Act* and determined by the Lieutenant Governor in Council.

#### **.C.3.5 Conduct of Individual Directors**

Each director must

- represent and promote the goals of the trust as established under the *Act*

*December 16, 1993*

- act honestly, in good faith and in the best interests of the trust at all times
- exercise the degree of care, diligence and skill of a reasonable person
- prepare for all board meetings, and
- keep confidential any private information about the affairs of the trust, Community members or staff.

**.C.3.6 Indemnification of Directors**

- (a) The trust will indemnify all directors and officers, and their heirs and legal personal representatives for things done or permitted in performing their duties. This indemnity will not apply to the extent that a court finds they are in breach of any duty or responsibility. This includes paying for any judgment or costs against directors and officers less any costs that result from failing to comply with their duties to the trust. The trust will indemnify all employees, committee members and others acting on behalf of the trust to the same extent.

The trust should sign an agreement promising to do this. The trust can use the sample agreement form that is attached to this By-law as Schedule C.

- (b) The trust must purchase insurance to cover this liability. Directors and others can pay an appropriate part of the premium to cover risks for which the trust wouldn't indemnify them.

**.C.3.7 Resignation of a Director**

A director can resign by indicating this intent in a letter to the chair of the Trust. The resignation will not take effect until accepted by the Minister of Municipal Affairs and until a replacement is appointed as provided in the *Act* and *Regulation*. The board will consider the resignation at the first meeting after it is received. Unless it is withdrawn, the board will forward the regulation to the Minister of Municipal Affairs after the meeting.

Where the director was nominated by the Community, the board will arrange for an election of a replacement using a procedure similar to the one that originally nominated the director.

**.C.3.8 Board Meetings**

(a) **Place of meetings**

Board meetings must be held in the City of Toronto.

(b) **Regular meetings**

The board must hold regular meetings on a date decided at the previous meeting, or at a regular time set by the board. There is no need to give notice of regular meetings.

(c) **Special meetings**

The board can hold special meetings. A special meeting can be called by a decision of the board, by the chair or vice-chair, or by a quorum of directors.

Each director must be given at least three days written notice of a special meeting. The notice must state the general nature of the meeting's business.

(d) **Emergency meetings**

A special meeting of the board can be called on less than three days notice if

- there is an emergency, and
- a quorum of directors is present at the meeting.

Emergency meetings can be called only in very unusual circumstances. For example, roof repairs might have to be done immediately to avoid serious damage. Notice of an emergency meeting must be given in writing or by telephone, and both if possible.

There must be a report to the next regular directors' meeting of any decision made at an emergency meeting.

(e) **Agenda of a board meeting**

An agenda should be given to directors before a board meeting. The agenda contains the items that the directors will consider at the meeting. At regular meetings, however, the board can consider or adopt any motion even if no notice of the item was given.

At special meetings or at emergency meetings, the board can only consider the business stated in the notice, or the agenda given with the notice.

(f) **Giving up the right to a notice**

Directors can give up their right to a notice. This must be done in writing.

(g) **Chair**

The chair can vote on all matters which come before board meetings, but cannot vote a second time if there is a tie.

(h) **Voting**

A majority vote is needed to make a decision unless this By-law states differently.

(i) **Procedures**

The **Rules of Order** are a part of this By-law and are attached as Schedule A. They apply except where they conflict with other parts of this By-law.

The chair uses the Rules of Order to run meetings, and decides any question about procedure which is not in the Rules of Order. Directors have the right to appeal the chair's ruling as stated in the Rules of Order.

(j) **Taking part in meetings**

Any or all directors can participate in a board meeting by telephone or other communication equipment. All the directors must be able to communicate with each other.

**.C.3.9 Non-directors at Board Meetings**

Community members and employees of the trust can attend board meetings. A representative of a director who was not nominated by the Community can attend a board meeting if the director is unable to attend. When the board makes a decision stating that some or all of the business of the meeting is confidential it can exclude anyone who isn't a director. Persons who are not directors can speak with the board's permission, but they cannot make motions or vote.

**.C.3.10 Minutes of Board Meetings**

- (a) The minutes, or brief summaries, of all board meetings should be made available to board members and the Community as soon as possible after the meeting.

For example, this can be done by publishing them in the Community newsletter or putting them up in a prominent location.

A copy of the board minutes must be available to Community members in the trust office during regular office hours.

- (b) Confidential minutes must only be available to board members unless the board decides otherwise.

**.C.Article 4: Officers**

**.C.4.1 Meaning of “Officers”**

Unless this By-law states differently, the word “officers” means only the officers as stated in this article. It does not refer to employees of the trust.

**.C.4.2 Election of Officers**

(a) The board elects the following officers:

- chair
- vice-chair
- secretary
- treasurer

All officers will be elected at the first meeting after the *Act* is proclaimed. The board can fill vacancies as necessary. The board can elect any other officers and give them any authority and duties.

(b) No person can hold more than one office.

(c) All officers must be members of the board. A recording secretary, if one is appointed under 4.7 doesn't have to be a board member.

An office other than recording secretary becomes vacant as soon as the office-holder ceases to be a director.

**.C.4.3 Removal of Officers**

This section deals with removing an officer. This By-law doesn't deal with removing a director.

(a) A majority of the board can remove any officer by a decision at any time and for any reason. Notice of this decision must be given to all directors.

(b) The directors can immediately choose another qualified person to fill the vacancy.

**.C.4.4 Resignation of Officers**

This section deals with the resignation of an officer. 3.7 of this By-law deals with the resignation of a director.

An officer can resign by giving written notice to the chair or the office of the trust. The resignation takes effect when the board accepts it. The board must accept any resignation at the first meeting after it is received, unless it is withdrawn.

**.C.4.5 The Chair and Vice-Chair**

(a) The chair

- gives leadership to the trust
- presides at all meetings of the board,
- follows the decisions approved at meetings of the board and Community meetings, and
- co-ordinates the work of the board, trust committees and staff.

(b) The vice-chair presides at all meetings of the board if the chair is unable to. The chair and vice-chair work together to carry out the other responsibilities referred to in (a). They decide how they will share them. They review their roles regularly to make sure that they are carrying out all the responsibilities.

**.C.4.6 The Secretary**

(a) The secretary must ensure that

- all required notices of board meetings are given
- all the necessary documents for board meetings are provided
- the minute book of the trust is kept up to date
- all legally required notices are given
- complete minutes of all board meetings are kept and distributed before the next meeting, and
- a copy of all new by-laws is given to Community members as soon as possible after they are effective.

(b) The secretary will not personally perform these duties if they are part of staff duties.

*December 16, 1993*

**.C.4.7 Recording Secretary and Corporate Secretary**

The board can appoint a recording secretary and a corporate secretary.

- (a) A **recording secretary** takes and distributes the minutes of board meetings.
- (b) A **corporate secretary** is responsible for all the other duties of the secretary.

**.C.4.8 The Treasurer**

The treasurer must understand and review the trust's finances and report on them to the board, the finance committee, if any, and the Community. The administrator is responsible for the day-to-day financial management of the trust.

**.C.Article 5: Staff**

**.C.5.1 Employment of Staff**

- (a) The board hires employees to fill all staff positions.
- (b) The board should provide a job description for each staff position where appropriate. The job description states the responsibilities and authority of the position.
- (c) The board can arrange for services to be provided by outside companies or bodies. Where there is such an arrangement, references to employees in this by-law will be adjusted as appropriate.

The administrator cannot be an island resident

**.C.5.2 Supervision of Staff**

- (a) The board is the final authority for the trust in relation to employees. It sets the terms of employment.
- (b) The employees work under the instructions of the board. However, the personnel policy or job description may state that some employees will work under the instructions of a senior employee.
- (c) Employees must provide any information about their position that the board asks for.

**.C.Article 6: Committees**

**.C.6.1 Creating Committees**

The board can create a committee. It can decide on the duties and terms of reference of the committee and appoint the committee's members. It can set a term or time limit for the committee.

**.C.6.2 Role of Committees**

- (a) Each committee reports to the board at least monthly.
- (b) A committee must have the authority from a by-law or from a motion passed by the board to
  - spend any money
  - authorize any expense
  - enter into any contract, or
  - commit the trust to any action.
- (c) The provisions of 3.5 and 3.6 shall apply to committee members with all appropriate changes.

## **.C.Article 7: Conflict of Interest**

### **.C.7.1 Carrying Out Duties**

All officers, directors, committee members and employees must carry out their duties honestly, in good faith and in the best interests of the trust rather than in their own interest or the interest of any other organization or person. Directors and officers shall not be paid or directly or indirectly receive any payment or financial benefit from their position.

### **.C.7.2 Payment of Directors and Officers**

- (a) Directors and officers serve without payment of any kind. However, they have the right to be reimbursed for traveling or other expenses while doing business for the trust as long as the expenses are reasonable. The board must authorize these expenses. These expenses must meet the guidelines and limits set by the board. Directors and officers cannot receive compensation for lost income while doing business for the trust.

Directors and officers cannot enter into any contracts with the trust other than contracts that are generally available to others, such as leases.

- (b) Directors and officers hired by the trust to a paid position must resign from office.

### **.C.7.3 Types of Conflict of Interest**

- (a) A conflict of interest is when someone benefits personally in any way from a decision of the trust. This Article covers conflicts of interest of officers, directors, committee members and employees. It also covers all persons in their households and relatives.
- (b) A conflict of interest can happen when someone
- makes or takes part in a decision affecting the trust's affairs, and
  - has a financial or other interest in, or gets a benefit from, the result of that decision which the rest of the Community or directors do not have, or which only a few other Community members or directors have.
- (c) Examples of conflicts of interest are
- the trust signs a contract with a director, an

*December 16, 1993*

employee, or a company in which they, their household members or relatives, have a financial interest or any stock,

- the trust signs a contract with a body that nominated one of the directors.

There are other types of conflict of interest. The trust should deal with them by using the principles contained in this Article.

**.C.7.4 Deciding Whether There Is a Conflict of Interest**

The facts of each case are different, and careful judgment is needed to decide whether or not there is a conflict of interest. The procedures below should be followed.

**.C.7.5 Procedures When There Is a Conflict of Interest**

**(a) When a director has or may have a conflict of interest**

When a director has or may have a conflict of interest:

- i. The director should declare the conflict of interest at the board meeting considering the matter.
- ii. If a director does not declare a conflict of interest, but another director is aware of one, the other director can bring it up at a meeting.
- iii. The board then decides whether there is a conflict of interest.
- iv. If there is a conflict of interest, the director cannot vote on the matter and must not be present during any of the meetings discussing the matter.

**(b) When a committee member has or may have a conflict of interest**

If a committee member has or may have a conflict of interest, the committee must follow the same procedure as the board. If there is a dispute, the matter can be appealed to the board. The board decision is final.

(c) **When an employee has or may have a conflict of interest**

An employee who has or may have a conflict of interest must report it to the employee's supervisor, and follow the supervisor's directions.

The administrator must report a conflict of interest to the staff liaison officer, if there is one, or to the chair who will report it to the board. The administrator must follow the board's directions.

(d) **All other conflicts of interest**

If any Island resident or other person acting for the trust has or may have a conflict of interest, that person must report it to the board. The board must decide on the matter.

**.C.7.6 Personal Relationships**

Sometimes decisions have to be made which affect the friends or relatives of officers, directors and committee members. If the relationship is close enough, there may be a conflict of interest.

For example, there might be a dispute between the board and a friend of a director. If there is a close relationship, it might influence the director's decision and the director should declare a conflict of interest.

**.C.7.7 Community Member's Conflict of Interest**

At meetings of the Community, all Community members can take part in discussions and vote as they wish, even if they have a conflict of interest. However, they must declare the conflict of interest before taking part in the discussion. They can vote even if they have a conflict of interest. They should try to act in the best interests of the Community as a whole.

## **.C.Article 8: Information and Confidentiality**

### **.C.8.1 Access to Files and Accounts**

Community members have the right to see their own personal files and financial accounts during trust office hours. They may have to make an appointment. If anyone believes that there is an error in their personal file or accounts, trust staff should try to correct the problem. If staff does not think there is a mistake, they should explain the record to the person involved. If they are still not satisfied, the Community member can take the matter to the board by sending a letter to the board or going to a board meeting.

Members of the Community can put written statements in their files.

### **.C.8.2 Confidentiality of Board and Committee Business**

(a) Sometimes directors or committees discuss confidential matters. All directors and committee members must keep these matters secret, even after they are no longer directors, members of the committee or Community members.

Confidential matters are

- personal and financial information about Community members and other residents
- personal information about trust employees, and
- information about trust business which would interfere with contractual or other negotiations, litigation, or otherwise prejudice the trust's business affairs.

(b) Officers, employees or Community members sometimes learn confidential information. They must keep that information secret and not pass it on to anyone else.

(c) When the board discusses confidential matters, the minutes of these discussions must be kept in a separate section of the minute book. Only directors can see the confidential minutes.

(d) Directors must decide which items are confidential. They should remember that Community members have the right to be fully informed about the trust's business.

*December 13, 1993*

They must have a good reason for keeping something confidential.

- (e) Directors and committee members should sign a confidentiality agreement. The trust can use the sample agreement form that is attached to this By-law as Schedule B.

**.C.Article 9: Financial**

**.C.9.1 Fiscal Year**

The fiscal year of the trust starts April 1 and ends March 31 of the following year.

**.C.9.2 Bonding Officers and Employees**

The following persons must be bonded:

- any officer, employee or person under contract that the board decides should be bonded.

**.C.9.3 Auditor**

- (a) The board appoints one or more auditors. The auditor can be either a chartered accountant or a chartered accountant firm. The auditor must be licensed under the *Public Accountancy Act*.
- (b) The auditor stays in office until the board appoints the next auditor.
- (c) The auditor must have access to the books, accounts and vouchers of the trust at all reasonable times.
- (d) The directors, employees and officers of the trust must provide any information and explanations which the auditor needs.

**.C.9.4 Auditor's Report**

The auditor audits the books, records, accounts and transactions of the trust and prepares an annual financial statement. In addition to any other reports, the auditor reports at a Community meeting on the financial statement of the trust within six months of the end of the fiscal year. The auditor's report and the books, records, accounts, and transactions of the trust are available to the Minister of Municipal Affairs and the Provincial Auditor.

**.C.9.5 Signing Officers**

- (a) The chair, vice-chair, secretary and treasurer will be signing officers.
- (b) All cheques or other negotiable documents must be signed by two signing officers. Officers must never sign a blank cheque.

*December 13, 1993*

Before signing a cheque or other negotiable document, the officers must make sure that the expense has been properly approved.

- (c) All other documents must be signed by two signing officers. This includes any written commitment of the trust such as a contract for work to be done. Before signing a document, the officers must make sure that the document has been properly approved.

The board can make a specific decision to appoint any officer, director or employee to sign documents, or any class of documents, for the trust.

- (d) Signing officers must have board approval before making any commitments, or entering into contracts or obligations, for the trust.
- (e) When authorizing a document, the board can decide its exact form. If it does not, the signing officers can approve the final document.
- (f) Anyone who has the authority to sign documents can also put the corporate seal on a document.

**.C.9.6 Corporate Seal**

An impression of a corporate seal is stamped in the margin of this By-law. This will be the corporate seal of the trust. The board may change the seal by resolution at a board meeting.

**.C.9.7 Power to Borrow**

- (a) The Board may not borrow money unless it is specifically authorized by a Community meeting or it is authorized as part of the annual budget approval.
- (b) Where authorized as in (a), the board can
- borrow money on the credit of the trust
  - issue, sell or pledge securities of the trust, and
  - use the property of the trust as security for a loan or payment of a debt.
- (c) Despite what is stated above, the board is authorized to assume the liabilities of the Toronto Islands Residents'

*December 16, 1993*

Association for \$250,000 borrowed under a guarantee from the Province of Ontario relating to start-up funding for the trust.

**C.9.8 Investment of Trust Funds, Amended Nov 26/2000**

- (a) “The board should invest surplus trust funds to earn revenue on behalf of the trust. Surplus cash needed for current year operations should be invested in low risk short-term investments. Funds set aside for future and potential liabilities can be invested in longer-term investment instruments such as Canadian or provincial government bonds, t-bills, or other government securities and invested in bonds of “blue chip” companies. The trust cannot invest in instruments in foreign currencies.

When making investment decisions, the directors must factor in the following:

- General economic conditions
  - The possible effect of inflation or deflation on the investment
  - The role that each investment or course of action plays within the overall trust portfolio
  - The need for liquidity, regularity of income and preservation of capital
  - The expected total return from income and the appreciation of capital”.
- (b) If there are any reserve or special funds, money earned on them may be allocated or determined by the Board and Community.

## **.C.Article 10: Budgets**

### **.C.10.1 Operating and Capital Budgets** **Annual and interim budgets**

#### **(a) Preparing the Operating Budget**

The board will prepare a budget for each fiscal year. The Community will consider this proposed budget at a general meeting during which the budget is presented. The budget must contain:

- the total expected cost of operating the trust
- the levies proposed for each house and co-op unit, and
- the cost of any special expenses which the board suggests and the charges that would result.

#### **(b) Capital Expenses**

The board may prepare a capital budget if it is planning capital expenses. The capital budget must contain:

- the proposed capital expenses
- the proposed source of funds, and
- the effect of the proposed expenses on the trust's operating budget.

#### **.C.10.2 Notice of Proposed Budget**

A Community meeting can consider a proposed budget and proposed charges only if the notice of the meeting contains mention of the budget. The notice must be given in writing at least seven days before the meeting. A copy of the proposed budget and housing charges for each house and co-op unit must be delivered with the notice of the meeting.

#### **.C.10.3 Mid-year Change in Budget**

The board may feel that there should be a change in the total operating expenses and/or levies during a fiscal year. If so, the board must call a special Community meeting to consider the change. The board will prepare a budget or statement showing the reason for the change. 10.1 and 10.2 will govern with all appropriate changes.

*December 16, 1993*

**– Replaced by Article 6 of the Governance Bylaw**

Passed by the board of directors at a meeting held on December 16, 1993.

\_\_\_\_\_  
Bruce Lewis, Secretary c/s

Confirmed by the Toronto Islands Residential Community on \_\_\_\_\_, 199\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary c/s

*December 13, 1993*

## .c.Schedules to the By-law

### .C.Schedule A

#### **Rules Of Order for Board Meetings**

These are rules of order for board meetings. These rules replace any other rules such as Robert's Rules of Order. There are also comments to explain the meaning of the rules. The comments are not part of the rules. These rules of order will also be used at Community meetings called by the board. Some of the provisions would only apply to Community meetings. Others would apply to board meetings and should be adjusted as appropriate for Community meetings.

#### **1. Chair**

In these rules of order, "chair" means the person chairing the meeting at the time that the rule applies.

- i. If the board has not appointed a chair of a Community meeting, the Community can choose the chair, the vice-chair or anyone else to chair Community meetings. A person can be appointed to chair one meeting or a series of meetings. If the board has appointed a chair, the Community must approve that person to chair Community meetings. If the Community does not approve that person, they can appoint someone else. Reference to the "Community" means those members of the Community present at a meeting.
- ii. The chair makes sure that meetings run smoothly. The chair tries to make sure that members have a chance to discuss every item on the agenda fully and fairly and that the meeting comes to a clear conclusion.
- iii. A chair who wants to make or discuss a motion must step down until the meeting has dealt with all matters concerning the motion. Another person approved by those present can chair the meeting in the meantime.
- iv. The chair does not vote unless there is a tie or the vote is by secret ballot. If there is a tie on a secret ballot, the chair cannot vote a second time. The chair must be a Community member in order to vote.

#### **2. Motions**

The meeting can deal with an item of business on the agenda in three ways:

- i. The person who asked that the item be put on the agenda can ask those present

*December 13, 1993*

to approve a proposal by “moving” it.

ii. The chair can present an item on the agenda, and ask if anyone wishes to make a motion.

iii. Someone can present an item for discussion without making a motion. The chair decides if a motion is needed. If so, the Chair asks for a motion.

Another person must “second” a motion. Otherwise, the meeting cannot discuss the motion. People can only discuss one main motion at a time.

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**Comment:** A main motion tells people what the proposal is. It’s helpful if the motion can be written and sent out before the meeting. If possible, get motions written, given to the chair, and written on a flip chart for those present. The secretary reads the motion out loud before a vote is taken.

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#### **4. Speaking**

People discuss a motion after it has been moved and seconded. The chair controls the discussion. People speak as follows:

i. They can ask questions. The chair or person who moved the motion answers the questions.

ii. They can speak for or against the motion.

iii. They speak to the chair.

iv. Each speaker normally speaks for 3 minutes or less. The chair can set a longer or shorter time limit.

v. Normally, the chair will allow someone to speak more than once on an item only after others who want to speak have done so.

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**Comment:** All those who want to speak should raise their hands. The chair may keep a speakers’ list and call people to speak in order. The chair may rule speakers “out of order” if their comments are off the point.

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#### **4. Amendments**

People can suggest an amendment to a main motion during discussion. An amendment must be moved and seconded like any other motion. An amendment can:

- take out part of the main motion
- add to it, or
- change parts of it.

An amendment cannot:

- be unrelated to the main motion, or
- be, in the opinion of the chair, directly against the meaning of the main motion.

All speakers must speak about the amendment once it has been moved and seconded. They continue to do so until the amendment has been voted on. The chair will keep a separate speakers' list for the discussion on amendments.

##### **(a) Friendly Amendments**

Someone can ask that the mover and seconder of the main motion accept an amendment as "friendly". If they agree that it is a "friendly" amendment, it becomes part of the main motion.

##### **(b) More Than One Amendment**

The chair can accept more than one amendment if:

- the amendments have been moved and seconded
- they would change the same part of the motion, or
- a second amendment would change the terms of the first one.

The chair can limit the number of amendments at any one time. After the meeting deals with them, the chair can allow members to move other amendments.

**(c) Order of Voting on Amendments**

The order of discussion and voting on amendments is the **reverse** of the order in which they were moved. This means that discussion and voting begins with **the last amendment moved**.

Any amendment to the main motion that is passed becomes part of the main motion. When there are no more amendments to be discussed, people vote on the (amended) main motion.

**(d) Majority of Votes**

An amendment must have the same majority as the motion that it amends. Therefore, an amendment to a proposed by-law must have a two-thirds majority.

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**Comment:** The chair must make sure that people know which amendment is being discussed. People can easily become confused if there are several amendments being discussed at once.

People cannot amend a motion by moving a whole new motion, or by an amendment that is directly against the meaning of the main motion. Those who want to oppose a motion may:

- speak against the motion
- outline a new motion to be proposed if the current motion is defeated
- ask the mover to withdraw the main motion
- ask the meeting to defeat the main motion so that they can move a new motion.

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**5. Withdrawing a Motion**

Someone who moved a motion can withdraw it at any time during the discussion if the seconder agrees.

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**Comment:** The mover might decide that this is not the right time to make a decision, or might feel that someone else has a better motion to present.

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## **6. Voting**

The chair calls for a vote once everyone who wishes to speak has spoken.

### **(a) Majority**

Motions are decided by simple majority unless the trust's by-laws say otherwise.

A simple majority vote is more than half of the votes cast, without counting abstentions. A two-thirds majority is two-thirds of the votes cast without counting abstentions. If the meeting votes by ballot, a spoiled ballot will not be considered a vote cast.

### **(b) Chair**

The chair rules on whether or not the motion has passed. Anyone can request a recount of votes.

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**Comment:** Normally, people will vote by a show of hands. The chair asks first for those in favour, then for those against, then for abstentions.

However, the meeting may decide, by a simple majority, to vote by secret ballot. Usually, a vote by ballot is better if the item is a sensitive one.

A simple majority is not always fifty percent of the votes plus one. If there are 49 votes cast, a simple majority would be 25, not 26.

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## **7. Motions About Procedure**

### **(a) Calling the Question**

Someone who wishes to end the discussion can call for an immediate vote by saying "I call the question" or "I move to end the debate". This motion **to call the question** needs a seconder. The chair will immediately ask people to vote on whether they want to finish the discussion at this point. A two-thirds majority is needed.

If the motion **to call the question** is carried, the meeting then votes on the main motion or amendment.

If the motion **to call the question** is defeated, people can continue to discuss the main motion or amendment.

**Comment:** A motion to **call the question** is an attempt to stop further discussion. It should be used when people seem to be ready to vote and when speakers are not saying anything new. However, it should be used carefully as it may take away someone's right to speak.

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**(b) Motions to Defer, Refer, or Table a Motion**

During the discussion on a main motion or an amendment, any speaker can move to

- defer the question
- refer the question, or
- table the motion.

Motion to **defer the question**

This motion needs a seconder. People can debate it. It must state the date or time at which the question will be discussed.

Motion to **refer the question**

This motion needs a seconder. People can debate it. It must state to whom the question is referred.

Motion to **table the motion**

This motion needs a seconder. People do not debate it.

**Comment:**

**To defer the question** means to put off discussion to another meeting, or to a later time in the same meeting.

**To refer the question** means to give the board, a committee, or a small group the job of studying the question and of making recommendations.

**To table the motion** sets aside the business for an indefinite period. It is usually used when people don't want to discuss, or to express their opinions. At another time, or at a later meeting, people may pass a motion (by a simple majority) "to take the motion from the table". They can then continue discussion.

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**(c) Motions that Waste Time**

The chair can rule a motion out of order on the grounds that it is absurd or wasting time, and not worth the meeting's attention.

**8. Interruptions**

People can speak out of turn if they wish to raise:

- a point of order
- a point of information
- an appeal against the chair's ruling
- a question of privilege.

They can also speak out of turn if they wish **to call the question**.

Once a **point of order** is raised, the chair rules whether it is correct or not, and acts accordingly.

People who have:

- an important piece of information, or
- a question which will save time in the discussion

can raise a **point of information**.

*December 13, 1993*

People can **appeal** when they think a ruling of the chair is not correct. The appeal needs a seconder, and is not discussed. Both the chair and whoever makes the appeal can give their reasons. The question: “Do we confirm the decision of the chair?” is put to the vote. The chair does not vote. If the vote is tied, the chair’s ruling is confirmed.

A **question of privilege** does not need a seconder. It is not discussed. The chair rules on the question without calling for a vote.

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**Comment:**

**A point of order**

People may raise a point of order if they think that

- the meeting is following an incorrect procedure, or
- there is not a quorum.

A point of order should not be used to continue a debate.

**A point of information**

Points of information should always be brief.

A point of information should not be used as debate.

People who want to raise points of order or points of information should stand up and politely say that they have a point of order or information.

**An appeal**

The chair does not have to resign if an appeal is supported by a majority. People have the right to decide how their meetings should run. An appeal is not a vote of confidence. It is simply a way for those present to control their meeting.

**A question of privilege**

Someone who feels that there is a risk to the rights, safety or comfort of those present (or of one person) may raise a question of privilege. It may be a simple matter, such as the need for better ventilation, or for the use of a microphone. There is no need of a seconder or discussion. The chair gives a ruling on the question of privilege.

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*December 16, 1993*

**.C.Schedule B  
.C.Trust Service Agreement**

**To:** Toronto Islands Residential Community Trust Corporation

*Cross out items that are not applicable and/or fill in blanks.*

I agree to be a director of the trust.

I agree to serve on the \_\_\_\_\_ committee of the trust.

I agree to be employed or engaged by the trust.

I agree \_\_\_\_\_.

I agree that any director or committee member can participate in a meeting of the board or a committee by telephone or other communication equipment as long as all persons in the meeting can communicate with each other.

Confidential information is

- personal and financial information about Community members
- personal information about trust employees, and
- information about trust business which should be kept secret to protect the trust.

I agree that I will keep secret any confidential information that I know through my position unless authorized by the board of the trust. This applies while I hold the position referred to above and after I cease to hold that position.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

*December 13, 1993*

**.C.Schedule C  
.C.Indemnity Agreement**

**Toronto Islands Residential Community Trust Corporation**

To: \_\_\_\_\_

You have agreed to be a director, officer, committee member or employee of the trust. The trust agrees to indemnify you, your heirs and legal personal representatives for things done or permitted in performing your duties. This indemnity will not apply to the extent that a court finds you are in breach of any duty or responsibility. This includes paying for any judgment or costs against you less any costs that result from failing to comply with your duties to the trust.

**Toronto Islands Residential  
Community Trust Corporation**

By: \_\_\_\_\_ Date: \_\_\_\_\_